

**BYLAWS OF  
GEM AND MINERAL SOCIETY OF THE PALM BEACHES, INC.**

**Article 1**

**NAME**

- 1.1 Name: The name of the Corporation shall be **Gem and Mineral Society of the Palm Beaches, Inc.**
- 1.2 The Principal office of this Corporation shall be situated in Palm Beach County, Florida at such specific location as the Board of Directors shall determine from time to time.

**Article 2**

**PURPOSE**

- 2.1 Gem and Mineral Society of the Palm Beaches, Inc. is organized exclusively for charitable, educational and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.
- 2.2 The purposes for which the Corporation is dedicated is to the furtherance of:
- (a) Conducting educational activities in the lapidary and metal arts, natural Earth Sciences, and to the study and preservation of rocks and minerals;
  - (b) Providing equipment, resources, facilities and guidance with the highest level of instruction primarily for educational purposes;
  - (c) Promoting projects related to the study of gems, minerals, shells, fossils or other geological artifacts for the public benefit;
  - (d) Engaging in any other lawful activities related to the foregoing purposes, as determined by the Corporation, and engaged in for charitable, educational and scientific purposes.

**Article 3**

**MEMBERSHIP**

Application for voting membership shall be open to any person that supports the purpose statement in Article 2, Section 2.2. Membership is granted after completion and receipt of a membership application and annual dues.

- 3.1 Gem and Mineral Society of the Palm Beaches, Inc., actively encourages its member to participate in the activities of the corporation, to exhibit or display in the annual show, to serve on a committee or other club project and to conduct themselves in a manner that reflects positively on the organization. The membership of the Corporation shall consist of such persons as 1) apply for membership on a form approved by the Board of Directors; 2) subscribe to the purposes and goals of the Corporation; 3) agree to abide by the Bylaws of the

Corporation as amended from time to time and pay annual membership dues in such amount and in such manner as the Board of Directors determines from time to time.

3.2 Classes of Membership:

- (a) Single Membership. Any single person eighteen (18) years of age or over.
- (b) Family Membership: Any adult couple or single parent, living together in the same household and all minor children under the age of eighteen (18), or up to the age of twenty-one (21) if full-time students, residing therein, and receiving a single newsletter.
- (c) Junior / Student Membership. A child under the age of 18, or a full-time student up to the age of twenty-one (21), may subscribe to a Junior / Student Membership by submitting an official application form and the payment of annual membership dues. Junior Members under the age of eighteen (18) must submit a membership form properly filled in and signed by a parent or guardian. Junior members may not take part in any vote of the membership.
- (d) Life and/or Honorary Membership: Any person who has been determined by the Board of Directors, from time to time and at its discretion, to have provided such service and/or resources may be awarded Life and/or Honorary Memberships. This class of membership is exempt from annual dues. Past Presidents are awarded Life Membership upon completion of their term of office.

3.3 Members: The term member or member in good standing includes any person who has fulfilled the requirements for membership in said organization, and who neither has voluntarily withdrawn from membership nor has been expelled or suspended from membership after appropriate proceedings consistent with lawful provisions of the constitution and bylaws of such organization.

3.4 Voting Rights: Each member in good standing, with the exception of Junior Members, shall be entitled to cast one vote with respect to those matters submitted to the members for action or approval. There shall not be any voting of members by proxy. Votes may be taken by voice, by a show of hands or by written ballot.

3.5 Membership Period: The term of club membership shall be one-full calendar year beginning on January 1<sup>st</sup> of each year and terminating on December 31<sup>st</sup> of the same year.

3.6 Membership Dues: All Members required to do so, shall pay annual dues to the Corporation in such amounts and in such manner as the Board of Directors shall determine from time to time. Annual dues are payable by January 1<sup>st</sup> of each year. Dues paid by new members joining in the months of October, November or December of any calendar year shall be deemed paid through December 31<sup>st</sup> of the following calendar year.

3.7 Termination of Membership: The membership of each member of the Corporation shall terminate upon the members death, resignation, expulsion or failure to pay dues as described herein. Unless otherwise determined by the Board of Directors, each member's membership shall immediately terminate if his or her membership dues have not been paid within sixty (60) days after such dues were due. Members terminated as the result of expulsion may not renew their membership within the Corporation without first obtaining an affirmative vote of at least two-thirds (2/3) of all the directors.

3.8 Suspension and Expulsion: Members may be suspended or expelled from membership with or without cause upon the affirmative vote of two-thirds (2/3) of all the directors if, in the discretion of the Board as indicated by such vote, such suspension or expulsion would be in the best interests of the Corporation. Causes shall include, without limitation the following:

- (a) Violent or abusive behavior
- (b) Willful destruction of Corporation property
- (c) Theft
- (d) Sexual misconduct
- (e) Any action that critically disrupts the organization's goals and purposes
- (f) Any display of attitude or conduct considered harmful to the welfare of the Corporation or its individual members.

Before expulsion or suspension, a member shall be served a notice of intention to proceed and a recital of the charges or accusations. Members considered for expulsion or suspension shall be granted, at the following Board of Directors meeting, or other such time as determined by the directors, a fair, impartial hearing at which the member may respond to charges. Nothing in these Bylaws shall be construed as granting to any member a continued membership or expectation of membership in the Corporation.

#### Article 4 **MEETINGS**

- 4.1 Regular Meetings: Regular meetings of the members shall be held monthly, at a time and place designated by the president.
- 4.2 Annual Meetings: An annual meeting of the members shall take place in the month of December, the specific date, time and location of which will be designated by the president. At each Annual Meeting the directors of the corporation shall be elected, but if such meeting is not held or if directors are not elected thereat, they may be elected at any special meeting of the voting members held for that purpose.
- 4.3 Special Meetings: Special Meetings of the voting members for any purpose or purposes may be called at any time by the president, or by a majority of the directors, or upon written petition by at least ten percent (10%) of the voting members.
- 4.4 Notice of Meeting of Members: Notice of each meeting and special meeting shall be given notice to vote thereat either personally, or by US mail, or through email or other electronic means, including the organization's newsletter, addressed to each member at the address appearing on the books of the corporation. Such notices shall be sent not less than ten (10) and not more than sixty (60) days before each meeting and shall specify the place, day and hour of the meeting and shall state the general nature of the business to be considered in such meeting. The notice of the Annual Meeting shall be designated as such.
- 4.5 Quorum: The presence, in person, of the lesser of, twenty-five (25) of the voting members, or ten percent (10%) of the voting membership shall constitute a quorum. The members present at such meeting may continue to do business until adjournment, notwithstanding the withdrawal of enough members to leave less than a quorum.

## Article 5

### **BOARD OF DIRECTORS**

5.1 Subject to any limitation of the Article of Incorporation, the Florida Not for Profit Corporations Act, or these Bylaws all corporate powers shall be exercised by, or under the authority of, and the business affairs of the corporation shall be controlled by, the Board of Directors. Without prejudice to such general powers, but subject to the same limitations, it is hereby expressly declared that the directors shall have the following powers:

(a) To conduct, manage and control the affairs of the Corporation and to make such rules and regulations therefor, not inconsistent with law, or with the Articles of Incorporation, or the Bylaws as they may deem best.

(b) To designate the place for the holding of any membership meeting or meeting of the Board of Directors, to change the principal office of the Corporation for the purpose of the transaction of its business from one location to another.

(c) To review and approve the annual budget of the Corporation and provide oversight of the financial stability of the Corporation.

(d) To review and approve capital expenditures, acquisitions and divestitures and other transactions that, as determined by the Board in its sole discretion, are significant to the Corporation, in each case in accordance with policies that may be established by the Board from time to time.

(e) To oversee fund-raising on behalf of the Corporation.

(f) To borrow money and incur indebtedness for the purpose of the Corporation and to cause and be executed to be delivered therefor in the Corporation's name promissory notes, bonds, debentures, deeds of trust, mortgages, pledges or other evidence of debt, and securities thereof.

(g) To manage in such a manner as they may deem best, all funds and property, real and personal, received or acquired by the Corporation, and to distribute, loan or dispense the same or the profits or income therefrom.

(h) To create such trusts, foundations and subsidiaries, as the Board may deem necessary, and to appoint the trustees, directors or other governing officials of such legal entities.

5.2 **Number of Directors:** The number of Directors constituting the Board shall be a minimum of three (3) and a maximum of eighteen (18), as fixed by resolution of the Board. Subject to the foregoing, the number of directors may be determined from time to time by action of the Board of Directors, provided that any action by the Board of Directors to effect such increase or decrease shall require the vote of at least two-thirds (2/3) of all the directors then in office. No decrease in the number of directors shall shorten the term of any director then in office.

5.3 **Qualifications for Office:** Every director must be a member of good standing of this Corporation. Each director is to be selected for knowledge of the charitable needs of the community and shall serve without compensation except for reasonable expenses incurred by the Corporation. Directors appointed by the holder of any office, or an officer or board of any other organization are to act in their own right and not as a representative of any interest group. Each director shall be at least 18 years of age and a member of the Gem & Mineral Society of the Palm Beaches for a minimum of one (1) year.

5.4 **Board of Directors:** The Board shall be established and composed of the President, 1<sup>st</sup> and 2<sup>nd</sup> Vice President, Secretary, Treasurer, Shop Director, Newsletter Editor, Membership Director, Show Committee

Director and Web Master. In addition, the Board of Directors shall appoint one Member-at-large to serve as an ex-officio member of the Board of Directors to serve on committees or undertake special projects. Additional Board positions may be created or eliminated at the discretion of the Board by a vote of at least two-thirds (2/3) of all directors then in office in the manner described in Section 4.2.

5.5 Election of Directors: The Board of Directors shall choose their own members except as indicated below. All Officers of the Board, (President, 1<sup>st</sup> and 2<sup>nd</sup> Vice President, Secretary and Treasurer) shall stand for annual election in a manner and time described in Section 3.7 above. The term of office for each Officer so elected shall be one (1) year. The term of office upon election shall begin on January 1<sup>st</sup> of the following year.

5.6 Term of Office:

(a) Officers: The regular term of each Director elected at the Annual Meeting shall be one (1) year unless sooner terminated by death, resignation, incapacity or removal.

(b) Board Appointed Directors: The regular term of each appointed Director, including the Member-at-large, shall be two (2) years unless sooner terminated by death, resignation, incapacity or removal. An affirmation vote of continued service and new term by the Board shall take place at least three months prior to the expiration of the respective Director's end of term. The Board of Directors shall perform an evaluation of the respective member at least three months prior to the vote. All directors shall hold office until the expiration of the term for each was elected or appointed, until a successor has been duly elected and qualified, or until the prior directors resignation or removal hereinafter provided.

(c) Staggering of Terms: The terms of the appointed directors shall be staggered. In order to stagger the election of directors, as close as possible to one half (1/2) of the directors shall be selected each year. In order to stagger the initial directors, upon the initial date of these Bylaws, the directors shall draw lots to determine which individuals shall serve for an initial one or two years.

5.7 Nomination of Directors: At its regularly scheduled May meeting each year, the Board shall select a Nominating Committee for the purpose of nominating candidates for office from within the organization's membership. The Nominating Committee shall prepare a list of at least one (1) eligible nominee to each upcoming vacancy. In case the Board of Directors, for any reason, fails to elect such a committee within the time limit, the President shall appoint such committee. Nominations made by the committee for directors must be delivered to the Board of Directors for consideration and review, at its regularly scheduled September meeting. The Secretary shall attach the list to the notification of the meeting for publication in the October newsletter.

5.8 Removal/Resignation: Any director may resign from office for any reason, at any time by providing written notification to an Officer of the Corporation. Any director can be removed with or without cause by a two-thirds (2/3) vote of the other directors then in office. Cause for removal exists (without eliminating other causes of removal) whenever a director:

- (a) fails to attend three (3) consecutive regular meetings of the Board of Directors notwithstanding that he or she otherwise qualifies for the office;
- (b) is convicted of a felony;
- (c) has committed a serious breach of his or her fiduciary responsibilities;
- (d) has committed an act of moral turpitude;
- (e) ceases to be a member in good standing while in office as a director.

5.9 Vacancies: A vacancy exists whenever the following conditions are met:

- (a) The death, incapacity, resignation or removal of any of the Directors
- (b) The number of Directors falls below the minimum;

(c) The number of Directors is increased.

5.10 Filling of Vacancies: Any vacancies occurring in the Board of Directors may be filled by a vote of the majority of the remaining directors. A director so chosen shall serve for the balance of the unexpired term of the vacant office. However the Board has the power to fill or remain unfilled until the next election all vacancies occurring on the Board, including those authorized by an increase in the number of directors. In the event the Board decides not to fill a vacancy created by for a director whose office is subject to election of the voting membership, the President may call a special meeting of the voting members to elect such director. In the event that less than a quorum of the Board remains to fill a vacancy, a vote of 100 per cent (100%) of the remaining directors shall be required to fill a vacancy.

5.11 Place and Number of Meetings: Meetings of the Board of Directors may be held at any place that has been designated from time to time by resolution of the Board or by written consent of all the directors. Otherwise meetings shall be held at the Corporation's principal place of business. The Board shall have at least nine (9) meetings each calendar year.

5.12 Notice of Meetings: Regular meetings of the Board of Directors may be held without prior notice. Notice of the time and place of special meetings of the Board of Directors shall be given personally to the directors or sent by mail or email at the address of each director as shown by records of the Corporation at least three (3) days in advance of such meeting. Such notice shall state the nature of the business to be discussed at the special meeting.

5.13 Quorum and Voting: A majority of the elected and qualified directors shall be necessary for the transaction of business. Every act or decision made by a majority of the present at a meeting duly held, at which a quorum was present, shall be regarded as an act of the Board of Directors unless a greater number is required by law, or by the Articles of Incorporation, or by these Bylaws. Each director shall be entitled to one vote. Voting by proxy shall not be permitted.

A Director may participate in any meeting of the Board of Directors by conference call or similar communications equipment by means of which each member participating in the meeting can hear each other. Participation in a meeting pursuant to this paragraph constitutes presence in person at the meeting.

5.14 Presumption of Assent: A director who is present at a meeting of the directors, or a committee thereof of which the director is a member, at which action of a corporate matter is taken, is presumed to have consented to such action unless a record of the dissent is recorded in the minutes of the meeting or unless a director files a written dissent to the action with the person acting as the secretary before or immediately after the adjournment of the meeting. A director who is absent from a meeting of the Board or a committee thereof of which the director is a member at which action of a corporate matter is taken, is presumed to have consented to such action unless the director files a dissent with the Secretary of the Corporation within twenty-one (21) days after becoming aware of the action.

5.15 Action by Unanimous Written Consent: Any action required or permitted to be taken by the Board of Directors may be taken without a meeting and with the same force as if taken by a unanimous vote of the Board of Directors, if signed individually or collectively in writing by all directors. Such consent shall be filed with the regular minutes of the Board.

5.16 Committees: Committees of the Board of Directors shall be standing or special. The Board of Directors or the President may refer to the proper committee any matter affecting the Corporation or operations needing study, recommendation or action. The Board may establish such standing or special committees as it deems appropriate with such duties and responsibilities as it shall designate, except that no committee has the power to do any of the things a committee is prohibited from doing under the Florida Not for Profit Corporations Act. The Board shall appoint the members of such committees. Persons other than directors may be appointed to such committees, but the Chair of each committee must be a Director of the Corporation.

## Article 6

### **OFFICERS**

6.1 **Responsibilities:** All Officers are subordinate and responsible to the Board of Directors.

6.2 **Number and Selection:** All Officers are elected by the voting members and may appoint one or more assistant secretaries, assistant treasurers or any other officers they may determine. Only the elected officers may vote on matters before the Board of Directors. Any two or more offices may be held by the same person except the offices of President, Secretary and Treasurer. Each officer, by virtue of their election in the Annual Meeting of the members, shall be deemed members of the Board of Directors for the duration of their terms. Each officer shall hold office until a successor is elected and qualified or until the officer's resignation, death or removal. Vacancies in office may be filled by the Board of Directors at any time to serve unexpired terms.

6.3 **Resignation and Removal:** The resignation of any officer shall be tendered in writing to any other officer and shall be effective in the date stated in the resignation. Any officer may be removed during their term by a majority vote of the Board of Directors whenever, in their judgment, removal would serve the best interests of the Corporation. Such removal would terminate all authority of the officer except that any rights to compensation and other perquisites shall depend on the terms of their employment and the circumstances of their removal.

6.4 **President:** The President shall be the chief operating officer of the Corporation and subject to the direction and under the supervision of the Board of Directors, shall have general charge of the business affairs and property of the Corporation. The President shall preside at all meetings of the Board of Directors and at all general membership meetings. The President shall be a member ex-officio of all committees, except the Nominating Committee and the Executive Committee. The President shall have such other duties and responsibilities and may exercise such other powers as are usually incident to the office or as from time to time may be assigned by these Bylaws or the Board of Directors.

6.5 **1<sup>st</sup> Vice President:** At the request of the President, or in the President's absence or disability, the Vice President shall perform all the duties of the President. When so acting, the Vice President shall have all of the powers of, and be subject to all the restrictions upon the President. The Vice President shall have such other duties and may exercise such other powers as are usually incident to the office or as from time to time may be assigned the President or by these Bylaws or the Board of Directors.

6.6 **2<sup>nd</sup> Vice President:** In the event neither the President nor the 1<sup>st</sup> Vice President are able to perform the function of the President the Second Vice President shall perform all the duties of the President. When so acting, the Vice President shall have all of the powers of, and be subject to all the restrictions upon the President. The Vice President shall have such other duties and may exercise such other powers as are usually incident to the office or as from time to time may be assigned the President or by these Bylaws or the Board of Directors. In addition to his or her function as a back-up to the President and 1<sup>st</sup> Vice President, the 2<sup>nd</sup> Vice President shall also serve as the Corporation's Program Committee Chairman.

6.7 **Secretary:** The Secretary shall cause to be kept at the principal office of the Corporation, the Secretary's principal office, or at such other location as the Board of Directors may determine, the official seal of the Corporation, if any, and a book of minutes of all meetings of directors and members. The Secretary shall give the notices of the special meetings of the voting members. The Secretary shall also maintain and protect a file of all official and legal documents of the Corporation. The Secretary shall also have such other duties and responsibilities as may be required by law or as from time to time may be assigned by these Bylaws or the Board of Directors.

6.8 **Treasurer:** The Treasurer shall have custody of all Corporation funds; keep full and accurate records of all receipts and disbursements of the Corporation, an inventory of assets, and a record of the liabilities of the Corporation, deposit all money and other securities in such depositories as may be designated by the Board of Directors; disburse the funds of the Corporation as may be ordered by the President or Board of Directors taking

proper vouchers for disbursement; and prepare all statements and reports required by law, by the President, or the Board of Directors. The Treasurer shall have such other duties and may exercise such other powers as are usually incident to the office or as from time to time may be assigned the President or by these Bylaws or the Board of Directors.

6.9 Annual Transition: To maintain Corporation continuity, officers whose terms of office have expired shall assure the annual transition of authority to their successors before being relieved of their responsibilities. Similarly, officers whose terms of office have expired, shall take all appropriate steps to substitute their successors of all the Corporation's financial accounts and signature cards.

## Article 7

### **ADMINISTRATION OF DONATIONS**

7.1 Donations: All donations of any nature, unless designated for a specific purpose, shall be used for such purposes as the Board of Directors may direct; and in the absence of any direction from the Board, such may be used for the general purposes of the Corporation. Donations include bequests and devises from deceased persons. At the direction of the Board of Directors, the Corporation may raise revenues through fund raising activities, grants and donations. The Board of Directors has the right to refuse any donation made or offered to the Corporation with or without cause solely at its discretion.

7.2 All Donations Subject to These Bylaws: Donors may make donations to or for the use of the Corporation by naming or otherwise identifying the Corporation in its gift transfer instrument. Each donor, by making a donation to the Corporation, accepts the terms of these Bylaws. Further each donor specifically provides that any fund created as a result of such donation shall be subject to the provisions in these Bylaws relating to the presumption of the donor's intent, the variance of the donor's directions, for amendments and dissolution, and to all other terms of these Bylaws as amended from time to time.

7.3 Segregation of Funds: No donation shall be required to be separately invested or held unless the donor so directs, or unless it is necessary in order to follow any other direction by the donor as to purpose, investment or administration, or in order to prevent tax disqualification, or is required by law. However, the Board may segregate any fund whenever convenient or useful as determined by the Board at its sole discretion. Directions for naming a fund as a memorial or otherwise may be satisfied by keeping under such name internal bookkeeping accounts reflecting appropriately the interest of such fund in each common interest.

7.4 Improper Donor Directions: If any direction by the donor, however expressed, would, if followed, result in the use of any donation or fund contrary to the charitable purposes of the Corporation, or if the Board is advised by counsel that there is a substantial risk of such result, the directions shall not be followed, but shall be varied by the Board so far as necessary as to avoid such result, except that if a donor has clearly stated that compliance with the direction is a condition of such donation, then the donation shall not be accepted in case of such advise unless an appropriate judicial or administrative body first determines that the conditions or directions need not be followed. Reasonable charges and expenses of counsel for such advice and proceedings shall be proper expenses of administration.

7.5 Charitable Trusts: If a donation is made to the Corporation by means of any charitable trust or charitable trust instrument, the payments to or for the use of the Corporation shall be regarded as Corporation funds only when the Corporation becomes entitled to their use, but the Board may take such actions from time to time as it deems necessary to protect the Corporations rights to receive such payments.



## Article 8

### **PROHIBITED ACTIVITIES**

8.1 Notwithstanding any other provision of these Bylaws, the corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

8.2 Private Benefit: The corporation is irrevocably dedicated to and shall be operated exclusively for non-profit purposes and no part of the income or assets of the corporation shall be distributed to, or inure for the benefit of, an individual.

8.3 Lobbying and Political Activities:

(a) The Corporation shall not lobby (including the in the publishing and distribution of statements) or otherwise attempt to influence legislation except as authorized by a resolution adopted by the Board of Directors.

(b) The Corporation shall not participate or intervene in (including the in the publishing and distribution of statements) any political or judicial campaign on behalf of any candidate for public office whatsoever.

8.4 Nondiscrimination: In the conduct of all aspects of all its activities, the Corporation shall not discriminate on the grounds of race, color, religion, national origin, sexual orientation or gender.

## Article 9

### **OTHER FINANCIAL MATTERS**

9.1 Property of the Corporation: The title of all property both real and personal shall be vested in the Corporation.

9.2 Dedication of Assets: The property of this Corporation is irrevocably dedicated to tax exempt purposes under §501(c)(3) as described herein, and no part of the net income or assets of this organization shall ever inure to the benefits of any director, officer or member thereof or to the benefit of any private persons.

9.3 Disposition Upon Dissolution: Upon the dissolution or winding up of the Corporation, or in the event it shall cease to engage in carrying out the purposes and goals set forth in these Bylaws, all of the business, properties, assets, and income of the Corporation remaining after payment or provision of payment, of all debts and liabilities of this Corporation shall be distributed to a non-profit fund, foundation or corporation which is organized and operated exclusively for tax exempt purposes which are reasonably related to the purposes and goals of this Corporation, as may be determined by the Board of Directors of this Corporation in its sole discretion and which has established its tax exempt status under § 501(c)(3) of the Internal Revenue Service as amended. In no event shall any of the business, properties, assets or income of this Corporation, in the event of dissolution thereof, be distributed to the directors, members or officers, either for the reimbursement of any sums subscribed, donated or contributed by the same, or for any other purpose.

9.4 Contracts: The Board of Directors may authorize any officer or agent to enter into any contract or execute or deliver any instrument in the name of, and on behalf of, the Corporation. Such authority may be general or confined to a specific instance. Unless so authorized by the Board of Directors, no officer, agent or employee shall have any power or authority to bind the Corporation by any contract or engagement.

9.5 Financial Accounts: The Corporation may establish one or more checking accounts, savings accounts, or investment accounts with appropriate financial entities or institutions a determined by the Board of Directors in its discretion, to hold, manage and disburse any funds for Corporation purposes. All checks, drafts or orders for the payment of money, and all notes or other evidence of indebtedness issued in the name of the Corporation,

shall be signed by such officer(s) or agent(s) of the Corporation, and in such manner as shall be determined by the Board of Directors from time to time.

9.6 Appointment & Employment of Advisors: The Board of Directors may from time to time, appoint, as advisors, persons whose advice, assistance or support may be deemed helpful in determining policies and formulating programs for carrying out the Corporation's purposes. The Board is authorized to employ such persons, including attorneys, accountants, agents and assistants as in its opinion are needed for the administration of the Corporation and to pay reasonable compensation for services and expenses thereof.

9.7 Auditing of Accounts: The accounts of each fund shall be audited in accordance with generally accepted auditing practices by an independent auditor appointed or approved by the Board, at such times as the Board may determine.

9.8 Financial Statements and Reports: An independent auditor appointed or approved by the Board shall at such time as the Board determines, prepare for the Corporation as a whole, a consolidated financial statement of combined capital assets and liabilities, a statement of revenues, expenses and distributions, a list of projects and/or organizations to or for which funds were used or distributed for charitable purposes, and such additional reports or information as may be ordered from time to time by the Board. The auditor shall also prepare such financial data as may be necessary for returns or reports required by the state or federal government to be filed by the Corporation. The auditor's charges and expenses shall be proper expenses of the Corporation.

9.9 Limitations on Debt: No debt shall be incurred by the Corporation beyond the accounts payable incurred by it as the result of its ordinary operating expenses, and no evidence of indebtedness shall be issued in the name of the Corporation unless authorized by the Board of Directors. Specifically, without limitation, no loan shall be made to any officer or director of the Corporation.

9.10 Property Interests Upon Termination of Membership: Members have no interest in the property, assets or privileges of the Corporation. Cessation of membership shall operate as a release and assignment to the Corporation of all right, title and interest of any member, but shall not affect any indebtedness of the Corporation to such member.

9.11 Fiscal Year: The fiscal year shall be from each January 1 to each December 31.

## Article 10

### COMMITTEES

10.1 Committee Powers: Committees of the Board of Directors shall be standing or special. The Board of Directors or the President may refer to the proper committee any matter affecting the Corporation or operations needing study, recommendation or action. The Board may establish such standing or special committees as it deems appropriate with such duties and responsibilities as it shall designate, except that no committee has the power to do any of the things a committee is prohibited from doing under the Florida Not For Profit Corporations Act. All committees shall act upon majority vote unless otherwise proscribed by the Board of Directors.

10.2 Limitations: Except in cases where these Bylaws or the Board of Directors by written resolution provided otherwise, the function of any committee is as an advisory group to the Board of Directors. No member of any committee, without prior written consent of the Board of Directors, has the authority to purchase, collect funds, open bank accounts, implement policy, or bind or obligate the Corporation or its Board of Directors in any way or by any means. All such powers are expressly reserved to the Board of Directors and the officers of the Corporation.

10.3 Committee Membership: The Board, acting upon the recommendation of the President, shall appoint the members of such committees and also appoint the committee chair. Persons other than directors may be appointed to such committees, but the Chair of each committee must be a Director of the Corporation. The President shall be an *ex-officio* of every committee other than the Nominating Committee and the Executive Committee. Each committee shall consist of two or more persons. Committee members shall be appointed for one year terms. There is no limitation on the number of consecutive terms a committee member may serve.

10.4 Standing Committees: In addition to other committees the Board may establish from time to time, the following shall be standing committees of the Corporation.

- (a) Finance Committee: The Finance Committee shall in general be responsible to oversee the preparation of all statements, reports, returns and audits of the Corporation's finances and to oversee the investment of the various funds of the Corporation. The Finance Committee shall also make recommendations to the Board for the selection of auditors, accountants and investment managers. The treasurer is the chair of the Finance Committee, which includes three other board members. The Finance Committee is responsible for developing and reviewing fiscal procedures, fundraising plans, and the annual budget with staff and other board members. The board must approve the budget and all expenditures must be within budget. Any major change in the budget must be approved by the board or the Executive Committee. The fiscal year shall be the calendar year. Annual reports are required to be submitted to the board showing income, expenditures, and pending income. The financial records of the organization are public information and shall be made available to the membership, board members, and the public.
- (b) Nominations Committee: The Nominations Committee shall be responsible for submitting and recommending to the Board the names of persons with appropriate skills and good reputation to serve as directors, officers and committee members of the Corporation.
- (c) Membership Committee: The Membership Committee shall be responsible for maintaining an accurate roster of the membership of the Corporation and collecting and recording annual dues received from the members. In addition, the Membership Committee shall be responsible for the preparation and publication of an annual Roster of members for general distribution to such members. This committee shall also recommend to the Board of Directors the types and amounts of the dues for membership in the Corporation.
- (d) Show Committee: The Show Committee shall be responsible for the general oversight of the annual fund-raising Gem and Mineral Show. The Show Committee shall schedule such meetings at such time and place as may be deemed appropriate for the purpose. Notice of such meetings shall appear in the monthly newsletter at least twenty-one (21) days in advance of each meeting whenever feasible. Alternatively, the committee may notify the membership in a timely manner through the use of membership email accounts as reported recorded by the membership committee. The Show Committee has the power, through its Chair, to negotiate vendor and supplier contracts, administrate and maintain its annual finances, and develop such marketing campaigns as are deemed appropriate to support the annual fund raiser.
- (f) Program Committee: The Program Committee shall be responsible for the preparation and organization of a monthly program for the educational benefit of the members. Such programs may include such activities as informational speaker meetings, member's "show and sell", educational media presentations or other related activities related to the study of gems, minerals, shells, fossils or other geological artifacts for the public benefit.

Article 11  
**INDEMNITY**

11.1 Indemnification: This Corporation may indemnify and/or insure any or all of its directors or officers or former directors or officers to the extent provided by law, now existing or hereinafter enacted, including without limitation, the expenses actually and necessarily incurred by them in connection with the defense of any action, suit or proceeding, in which they or any of them are made party or parties, by reason of being having been directors or officers of this Corporation, except in relation to matters as to which any director or officer or person, shall be adjudged in such action, suit or proceeding, to be liable for gross negligence or misconduct in the performance of his/her duty. Such indemnification shall not be deemed exclusive of any other rights to which those indemnified shall be entitled under the Corporation's Articles or Bylaws.

Article 12  
**BOOKS & RECORDS**

The Corporation shall keep complete books and records of account and minutes of the proceedings of the Board of Directors. Said books shall be kept at its principal place of business and be available for public inspection during regular business hours.

Article 13  
**AMENDMENTS**

13.1 Adoption: These Bylaws may be adopted, amended, restated or repealed by a majority of the Board of Directors subject to membership ratification, at a Special Meeting called for that purpose, and shall be effective only upon such ratification. Membership ratification shall also require the affirmative vote of a majority of the total number of voting members present at the time of the vote.

13.2 Inspection of Bylaws: The original or copies of these Bylaws, as amended or otherwise altered to date, certified by the Secretary, shall at all times be kept in the principal offices of the Corporation for the transaction of business, and shall be open to inspection by the members, officers and directors at all reasonable times during operating hours.